

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

Lina Dou, Tingyang Shao, Yixuan Tao, Ziuqin Xing, Emmy Go, Yanming Wang, and Ying Yao, on behalf of themselves and all others similarly situated

Plaintiffs,

v.

Carillon Tower/Chicago LP; Forefront EB-5 Fund (ICT) LLC; Tizi LLC d/b/a Local Government Regional Center of Minors; TD Bank NA.; Symmetry Property Development II LLC; Fordham Real Estate LLC; and Jeffrey L. Laytin,

Defendants.

Case No. 1:18-cv-07865

The Honorable Charles P. Kocoras

MOTION TO DISMISS COUNTS I, VII, AND IX OF PLAINTIFFS' COMPLAINT

Pursuant to Federal Rule of Civil Procedure 12(b)(6), Defendant Tizi, LLC (“Tizi”) submits this Motion seeking dismissal of all claims asserted against it in this action (Counts I, VII, and IX), with prejudice. Tizi makes its Motion on the following grounds, to be discussed in detail in its Memorandum of Law in support of this Motion:

- Plaintiffs’ fraud claim at Count VII must be dismissed because it flunks the standards prescribed by Federal Rule of Civil Procedure 9(b). Plaintiffs do not attribute any statements on “the web site” they claim misled them to any of the Defendants, nor do they otherwise distinguish who allegedly made or coordinated which statements.
- Plaintiffs’ fraud claim at Count VII must also be dismissed because Plaintiffs do not allege when the claims were relied upon or when they were allegedly made, in addition to other basic pleading requirements.
- The PPM Plaintiffs entered into bars Count VII because it expressly warned against relying upon representations in making investment decisions outside of the four corners of the PPM.
- Tizi cannot be liable as a “control person” under Sections 20 of the Exchange Act because Plaintiffs do not plead any violations of Rule 10b underlying the alleged control person

liability. Further, Tizi is not a control person within the meaning of the Act, and although the standards and conduct are the same, Section 20(b) is not available to civil litigants and is only an SEC enforcement mechanism.

- Tizi cannot otherwise be liable on any other purported 10b violations because Plaintiffs do not meet the strictures of the Private Securities Litigation Reform Act. At best, Plaintiffs state a breach of contract claim dressed as a securities class action. Such efforts should not be countenanced.
- Plaintiffs' Count IX request for a third-party administrator is a legal remedy, not a legal claim. Plaintiffs cannot use it to anchor Tizi in an action it should not otherwise be in.

As further expounded upon in Tizi's Memorandum of Law, for the above reasons Tizi respectfully asks that the Court dismiss all claims against it with prejudice.

DATED: April 16, 2019

Respectfully submitted,

Tizi, LLC

By: /s/ León Rodríguez
One of its attorneys

León Rodríguez (admitted *pro hac vice*)
Colton D. Long
SEYFARTH SHAW LLP
233 South Wacker Drive, Suite 8000
Chicago, Illinois 60606-6448
Telephone: (312) 460-5000
Facsimile: (312) 460-7000
Email: lerodriguez@seyfarth.com
clong@seyfarth.com

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that on April 16, 2019, he caused the foregoing **MOTION TO DISMISS** to be filed with the Clerk of the Court via the Court's electronic case filing/ecf system which served a copy of the foregoing on all counsel of record, including counsel for Plaintiffs:

Glen Joseph Dunn , Jr
Glen J. Dunn & Associates
221 N LaSalle St
Suite 1414
Chicago, IL 60601
(312) 546-5056
gdunn@gjdlaw.com

Douglas Eliot Litowitz
413 Locust Place
Deerfield, IL 60015
(312) 622-2848
litowitz@gmail.com

/s/ León Rodríguez
Attorney for Tizi, LLC